

ORIGINAL

1 HELANE L. MORRISON (Cal. Bar No. 127752)  
 2 MARC J. FAGEL (Cal. Bar No. 154425)  
 3 CARY S. ROBNETT (Cal. Bar No. 160585)  
 4 ROBERT S. LEACH (Cal. Bar No. 196191)  
 5 leachr@sec.gov  
 6 ERIN E. SCHNEIDER (Cal. Bar No. 216114)  
 7 schneidere@sec.gov

8 Attorneys for Plaintiff  
 9 SECURITIES AND EXCHANGE COMMISSION  
 10 44 Montgomery Street, Suite 2600  
 11 San Francisco, California 94104  
 12 Telephone: (415) 705-2500  
 13 Facsimile: (415) 705-2501

14  
 15  
 16  
 17  
 18 UNITED STATES DISTRICT COURT  
 19 NORTHERN DISTRICT OF CALIFORNIA

20 SAN JOSE DIVISION

21 SECURITIES AND EXCHANGE COMMISSION

22 Plaintiff,

23 v.

24 MAXIM INTEGRATED PRODUCTS, INC. and  
 25 JOHN F. GIFFORD,

26 Defendants.

27 CV 07

28 6121

CONSENT OF DEFENDANT JOHN F.  
 GIFFORD TO ENTRY OF FINAL JUDGMENT

29 CONSENT OF JOHN F. GIFFORD

30 1. Defendant John F. Gifford ("Defendant") waives service of a summons and the  
 31 complaint in this action, enters a general appearance, and admits the Court's jurisdiction over  
 32 Defendant and over the subject matter of this action.

33 2. Without admitting or denying the allegations of the complaint (except as to personal  
 34 and subject matter jurisdiction, which Defendant admits), Defendant hereby consents, solely for the  
 35 purpose of this proceeding, and any other proceeding brought by or on behalf of the Securities and  
 36 Exchange Commission ("Commission") or in which the Commission is a party, to the entry of the  
 37

3  
 Df

1 final Judgment in the form attached hereto (the "Final Judgment") and incorporated by reference  
2 herein, which, among other things:

3 (a) permanently restrains and enjoins Defendant from violation of 17(a)(3) of the  
4 Securities Act of 1933 ("Securities Act") and Section 14(a) of the Securities Exchange Act of 1934  
5 ("Exchange Act") and Rule 14a-9 thereunder, and aiding and abetting violations of Section 13(a),  
6 13(b)(2)(A), and 13(b)(2)(B) of the Exchange Act and Rules 12b-20, 13a-1, 13a-11, and 13a-13, and  
7 14a-9 thereunder;

8 (b) orders Defendant to pay disgorgement in the amount of \$536,692, plus  
9 prejudgment interest thereon in the amount of \$115,989; and

10 (c) orders Defendant to pay a civil penalty in the amount of \$150,000 under  
11 Section 20(d) of the Securities Act [15 U.S.C. § 77t(d)] and Section 21(d)(3) of the Exchange Act [15  
12 U.S.C. § 78u(d)(3)].

13 3. Defendant agrees that he shall not seek or accept, directly or indirectly, reimbursement  
14 or indemnification from any source, including but not limited to payment made pursuant to any  
15 insurance policy, with regard to any civil penalty amounts that Defendant pays pursuant to the Final  
16 Judgment, regardless of whether such penalty amounts or any part thereof are added to a distribution  
17 fund or otherwise used for the benefit of investors. Defendant further agrees that he shall not claim,  
18 assert, or apply for a tax deduction or tax credit with regard to any federal, state, or local tax for any  
19 penalty amounts that Defendant pays pursuant to the Final Judgment, regardless of whether such  
20 penalty amounts or any part thereof are added to a distribution fund or otherwise used for the benefit  
21 of investors.

22 4. Defendant waives the entry of findings of fact and conclusions of law pursuant to Rule  
23 52 of the Federal Rules of Civil Procedure.

24 5. Defendant waives the right, if any, to a jury trial and to appeal from the entry of the  
25 Final Judgment.

6. Defendant enters into this Consent voluntarily and represents that no threats, offers, promises, or inducements of any kind have been made by the Commission or any member, officer, employee, agent, or representative of the Commission to induce Defendant to enter into this Consent.

7. Defendant agrees that this Consent shall be incorporated into the Final Judgment with the same force and effect as if fully set forth therein.

8. Defendant will not oppose the enforcement of the Final Judgment on the ground, if any exists, that it fails to comply with Rule 65(d) of the Federal Rules of Civil Procedure, and hereby waives any objection based thereon.

9. Defendant waives service of the Final Judgment and agrees that entry of the Final Judgment by the Court and filing with the Clerk of the Court will constitute notice to Defendant of its terms and conditions. Defendant further agrees to provide counsel for the Commission, within thirty days after the Final Judgment is filed with the Clerk of the Court, with an affidavit or declaration stating that Defendant has received and read a copy of the Final Judgment.

10. Consistent with 17 C.F.R. 202.5(f), this Consent resolves only the claims asserted against Defendant in this civil proceeding. Defendant acknowledges that no promise or representation has been made by the Commission or any member, officer, employee, agent, or representative of the Commission with regard to any criminal liability that may have arisen or may arise from the facts underlying this action or immunity from any such criminal liability. Defendant waives any claim of Double Jeopardy based upon the settlement of this proceeding, including the imposition of any remedy or civil penalty herein. Defendant further acknowledges that the Court's entry of a permanent injunction may have collateral consequences under federal or state law and the rules and regulations of self-regulatory organizations, licensing boards, and other regulatory organizations. Such collateral consequences include, but are not limited to, a statutory disqualification with respect to membership or participation in, or association with a member of, a self-regulatory organization. This statutory disqualification has consequences that are separate from any sanction imposed in an administrative proceeding. In addition, in any disciplinary proceeding

1 before the Commission based on the entry of the injunction in this action, Defendant understands that  
2 he shall not be permitted to contest the factual allegations of the complaint in this action.

3       11. Defendant understands and agrees to comply with the Commission's policy "not to  
4 permit a defendant or respondent to consent to a judgment or order that imposes a sanction while  
5 denying the allegation in the complaint or order for proceedings." 17 C.F.R. § 202.5. In compliance  
6 with this policy, Defendant agrees: (i) not to take any action or to make or permit to be made any  
7 public statement denying, directly or indirectly, any allegation in the complaint or creating the  
8 impression that the complaint is without factual basis; and (ii) that upon the filing of this Consent,  
9 Defendant hereby withdraws any papers filed in this action to the extent that they deny any allegation  
10 in the complaint. If Defendant breaches this agreement, the Commission may petition the Court to  
11 vacate the Final Judgment and restore this action to its active docket. Nothing in this paragraph  
12 affects Defendant's: (i) testimonial obligations; or (ii) right to take legal or factual positions in  
13 litigation or other legal proceedings in which the Commission is not a party.

14       12. Defendant hereby waives any rights under the Equal Access to Justice Act, the Small  
15 Business Regulatory Enforcement Fairness Act of 1996, or any other provision of law to seek from  
16 the United States, or any agency, or any official of the United States acting in his or her official  
17 capacity, directly or indirectly, reimbursement of attorney's fees or other fees, expenses, or costs  
18 expended by Defendant to defend against this action. For these purposes, Defendant agrees that  
19 Defendant is not the prevailing party in this action since the parties have reached a good faith  
20 settlement.

21       13. Defendant agrees that the Commission may present the Final Judgment to the Court  
22 for signature and entry without further notice.

23       14. Defendant agrees that this Court shall retain jurisdiction over this matter for the  
24 purpose of enforcing the terms of the Final Judgment.

1 Dated: 10/1/07

2 John F. Gifford

3 On 10/1, 2007, John Gifford, a person known to me, personally

4 appeared before me and acknowledged executing the foregoing Consent.

5

6

7

8

9

10

11

12

13

14

15

16

17

18

19

20

21

22

23

24

25

26

27

28

12 David Siegel, Esq.

13 Irell &amp; Manella LLP

14 1800 Avenue of the Stars, Suite 900

15 Los Angeles, CA 90067

16 Telephone: 310.277.1010

17 ATTORNEY FOR DEFENDANT JOHN F. GIFFORD